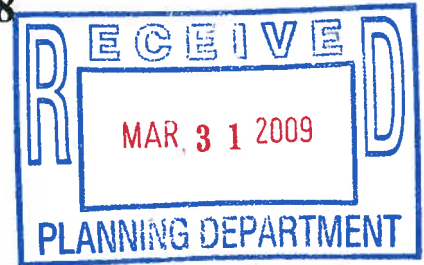


PROFFER STATEMENT

Village at Waxpool, Lots 84-88

ZMAP 2008-0014

March 31, 2009



Pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, (the "Zoning Ordinance"), Waxpool Village LC, the record owner (the "Applicant") of certain real property located in Loudoun County, Virginia identified as MCPI #156-28-7850 (the "Property"), hereby voluntarily proffers that, in the event the Property is rezoned by the Loudoun County Board of Supervisors from the R-1 zoning district to the R-2 zoning district, the development of the Property shall be in substantial conformance with the conditions set forth below.

These proffer conditions are the only development conditions offered in this rezoning application, provided that these proffers shall become effective upon final approval of the Rezoning Application ZMAP 2008-0014.

1. REZONING PLAT

The Property shall be developed in substantial conformance with the Rezoning Plat titled The Village of Waxpool, Section 2, Phase 1 Zoning Map Amendment Application 2008-0014, Sheets 1 through 4, dated July 30, 2008, with revisions through March 31, 2009, prepared by Bowman Consulting (the "Plat"). The Plat shall control the general development layout and lot configuration of the Property. Development of the Property shall allow up to a maximum of four single family detached dwelling units.

2. FIRE AND RESCUE CONTRIBUTIONS

The Applicant shall pay a one-time contribution of \$120.00 per residential dwelling unit, prior to the issuance of each zoning permit, to the County for distribution to the Fire and Rescue companies providing primary service to the Property. This contribution shall be divided equally between the primary servicing Fire and Rescue companies. This

contribution shall escalate on an annual basis, with a base year of 1988 and be adjusted effective January 1st of each year thereafter, based on the CPI as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area.

3. TRAFFIC SIGNAL CONTRIBUTION

Prior to or at the time of issuance of the first residential Zoning Permit for the Property, the Applicant shall contribute a total of \$612.50 as its fair share contribution towards the costs of the traffic signals at the intersections of Waxpool Road/Truro Parish Drive and Waxpool Road/Belmont Ridge Road. The Board of Supervisors may allocate this contribution to either one or both of these signals, at its discretion. This contribution shall escalate on an annual basis, with a base year of 2010, and be adjusted effective January 1st of each year thereafter, based on the CPI as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area

4. TRANSIT SERVICE CONTRIBUTION

The Applicant shall pay to the County, prior to the issuance of each zoning permit, a one-time cash contribution in the amount of \$575 per residential dwelling unit for transit improvements and transit enhancements within the Ashburn Planning Subarea as defined by the Revised General Plan or for regional road improvements, as determined by the Board of Supervisors. These contributions shall escalate on an annual basis, with a base year of 2010, and be adjusted effective January 1st of each year thereafter, based on the CPI as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area.

5. UNMET HOUSING NEEDS CASH CONTRIBUTION

Prior to or concurrent with the issuance of the zoning permit for each residential unit, the Applicant shall provide a one-time cash contribution in the amount of \$500 to be used for unmet housing needs in Loudoun County. This contribution shall escalate on an annual basis beginning January 1, 2010, and change effective each January 1 thereafter, based on the CPI.

6. RIPARIAN PLANTING

The Applicant shall install riparian plantings in accordance with the planting plan shown on Sheet 4 of the Rezoning Plat, subject to the Homeowners Association (HOA) approval since the riparian plantings are to occur on HOA owned property. If granted such approval by the HOA, the riparian planting plan shall be installed prior to the issuance of the final occupancy permit for the Property.

7. BINDING EFFECT

The undersigned hereby warrants that all of the owners of a legal interest in the Property have signed this Proffer Statement, that they have full authority to bind the Property to these conditions, and that this Proffer Statement is entered into voluntarily.

Waxpool Village LC

_____(SEAL)
Richard D. Entsminger
Manager

CITY OF LOUDOUN

STATE OF VIRGINIA, to-wit:

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument, has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2009.

My Commission Expires:

Notary Public